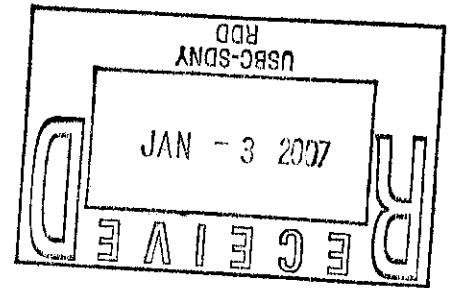


**Energy Engineering &
Consulting Services, LLC**

2137 South 800 West
Swayzee, IN 46986
765-922-7286
eeecs@comteck.com
www.eecs-llc.com



January 30, 2006

Honorable Robert D. Drain
United States Bankruptcy Judge
(Attention: General Counsel)
United States Bankruptcy Court for the Southern District of New York
One Bowling Green, Room 610
New York, NY 10004

Dear Honorable Judge Drain:

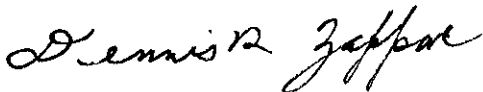
This letter is in response to the Fifth Omnibus Claims Objection filed in the Chapter 11 Bankruptcy Case Number 05-44481 (RDD) by DELPHI CORPORATION. My company has a prima facie right to payment. As requested, I am including the content required by the provisions of the Claims Objection Procedures Order:

- a. Title of the claims objection to which the response is directed: **Claim Number 179--Books and Records Claim**
- b. Name of the Claimant: **Energy Engineering & Consulting Services, LLC (or EECS)**
Basis for the claim: **Energy Engineering & Consulting Services provided the engineering consulting services to identify and implement energy conservation projects at Delphi E & S in Kokomo, Indiana as listed on the attached invoice dated 9/23/05 for \$4480 as requested by Delphi on Purchase Order Number 450092807 which is also attached.**
- c. Statement why the Claim should not be disallowed and expunged: **Energy Engineering and Consulting Services, LLC is a small business that supplied Delphi our engineering services continuously for five years at a reduced hourly rate. Our services have gained Delphi approximately \$1.2 million in energy savings per year based on 2006 energy savings compared to the year in which we began our services. Attached is a copy of an email from Scott Venable of Delphi to Scott Brunso of Delphi stating that EECS had "significantly contributed to the reduction of our electrical consumption . . . approximately equal to \$1,000,000." We billed Delphi for these services for the month of September 2005 on the attached invoice dated 9/23/05 for \$4,480 as requested by Delphi on Purchase Order Number 450092807 which is also attached. Delphi paid EECS for all invoices under this purchase order as shown by the attached record that EECS kept. This includes the invoices for the month before and after the invoice for September 2005 that is in dispute. Our invoices showing Delphi's payment of the month before and after are also attached. Energy Engineering & Consulting Services, LLC filed a Proof of Claim as required by the court and a copy of this claim is also attached.**
- d. Documentation:
 1. Document 1—Invoice dated 9/23/05 for \$4480 (amount owed to EECS by DELPHI)

2. Document 2—Purchase Order Number 450092807 from DELPHI for consulting services by Energy Engineering & Consulting Services, LLC (EECS)
 3. Document 3-- copy of an email from Scott Venable of Delphi to Scott Brunso of Delphi
 4. Document 4—copy of Energy Engineering & Consulting Services, LLC's record of payment for Purchase Order Number 450092807
 5. Document 5—copy of paid invoice from EECS to DELPHI dated 8/29/05
 6. Document 6—copy of paid invoice from EECS to DELPHI dated 10/27/05
 7. Document 7—copy of Proof of Claim to United States Bankruptcy Court
- e. The amount that the Claimant believes would be the allowable amount of such Claim upon liquidation of the Claim. **While I do believe the full amount is owed my company, Energy Engineering & Consulting Services, LLC is willing to accept 75% of the \$4480 debt owed in lieu of the full amount. This amount equates to \$3360.**
- f. The address to which the Debtor must return any reply is the same as the address presented in the claim. It is listed again below:

**Energy Engineering & Consulting Services, LLC
Attention: Dennis R. Zappone
2137 South 800 West
Swayzee, IN 46986**

Sincerely,



Dennis R. Zappone
Owner & Senior Energy Engineer

CC: Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Cc: Skadden, Arps, Slate, Meager & Flom LLP
Attention: John William Butler, Jr., John K. Lyons, and Randall G. Reese
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Energy Engineering & Consulting Services, LLC

2137 South 800 West

Swayzee, IN 46986

765-922-7286 fax 765-922-7286



INVOICE

Customer

Name Delphi Delco Electronics Corp.
Address Attn. Manual Receipts Pro. MS-9A241; P. O. Box 9005
City Kokomo State IN ZIP 46904-9005
Phone 502-412-6600

Date 9/23/2005

Hours	Description	Hourly Rate	TOTAL
56	Engineering consulting services to identify and implement energy conservation projects at Delphi E&S in Kokomo, IN. 8 hrs. on 9/6/05, 9/7/05, 9/8/05, 9/9/05, 9/21/05, 9/22/05, & 9/23/05 Purchase Order #450092807 Item #00010 Item Identifier #PR10152153 00010	\$80.00	\$4,480.00
SubTotal			\$4,480.00
TOTAL			\$4,480.00

Payment Details

- ☒ Direct Deposit
☐ Check _____

Office Use Only

10-24-05
sent to bankruptcy court



Delphi Electronics and Safety

Page 1 of 4

Buyer:

DELPHI
ELECTRONICS & SAFETY
P.O. Box 9005
KOKOMO IN 46904-9005

Deliver to:

DELPHI DELCO ELECTRONICS CORP
ATTN: MANUAL RECEIPTS MS-CTA229
No physical shipment
KOKOMO IN

ENERGY ENGINEERING & CONSULTING SVC
2137 S 800 W
SWAYZEE IN 46986

Purchase Order

PO Number	Date Issued
450092807	21-Feb-2005
Version	
01-Sep-2005 02:46:39 EST	

Delivery date: 11-MAR-2005

Vendor No: 1014594
DUNS No: 177850943

Payment Terms: ZMN2 Currency: USD

Payment settled on 2nd, 2nd Month

Incoterms: FOB-Freight Collect

Item No.	Material No/Item Identifier No	Total Order Quantity	Plant
00010	PR10152153 00010	1.000	DAHQ DELPHI D HEADQUARTERS
	SERVICE - CONSULTING		VENABLE/6733
Delivery Date	Scheduled Quantity	Price	Price Unit UOM
11-MAR-2005	1.000	80,000.00	1 PU
Net Line Item Value			USD 80,000.00

*** Net price changed

Total net value	USD 80,000.00
-----------------	---------------

Notes:

* PAYMENT ISSUES AND QUESTIONS REGARDING SHIPPED *
* MATERIAL SHOULD BE DIRECTED TO: *

Purchasing Contact: Harter, Staci
Phone: 765-451-6877
Fax: 765-451-0265

Contact Address: *POA Attached*
Delphi E & S
One Corporate Center MS:CTLLM,
KOKOMO IN 46902

Date and Time Printed: 01-Sep-2005 02:46:39 EST

Energy Engineering & Consulting Services, LLC

From: "Scott.Venable" <Scott.Venable@delphi.com>
To: "Hillman, K William (Bill)" <k.william.hillman@delphi.com>
Cc: "Weffen, Steve H" <steve.h.weffen@delphi.com>; "King, Sherry L" <sherry.l.king@delphi.com>; "Byers, Timothy D" <Timothy.D.Byers@delphi.com>
Sent: Tuesday, December 21, 2004 2:56 PM
Attach: EnergyEngineeringCosts&Savings.xls; Weekly Electrical.xls
Subject: Funds for EECS

Bill,

I am assuming that there are not yet any funds available for 2005; however, I wanted to submit a request for funds for the continued services of EECS (Energy Engineering & Consulting Services - Dennis Zappone). I do this in case there might be some '04 money that might be available.

On the existing PO for EECS, there are (2) days remaining that can be used in Jan., then I need additional funds to extend the PO or get a new one issued. For the 1st six months of '05, I request \$38,400. This money will be intended to cover his time to complete developing a proposed project to optimize Plants 6, 7 & 9 compressed air system, this could yield a \$56,000 annual savings. I am also wanting Dennis to evaluate the operation of the Plant 6 Packaged Chillers, these units are currently being run year-round; it certainly appears that there is opportunity for savings with optimizing the operation of that installation. And, the Plant 8 electrical and natural gas consumption needs to be re-evaluated since it now exceeds Fab III. Additionally, Dennis will be completing development of Fab III Chilled Water System Operational Guidelines for the skilled trades, assist in tracking Fab III Boiler operation.

As I did before my temp assignment in Milwaukee, I am back to attempting to work fairly closely with Dennis when he is here; this is so that I can learn from him, encourage better cooperation from the supervision and trades, and provide him direction on what to work on to help keep him focused.

As I attempted to communicate in the following letter of justification for EECS's services, submitted to Scott Brunso, I believe that EECS provides a service which is of significant benefit to Kokomo.

Get with me with any questions, thanks;

Scott Venable

> -----Original Message-----
> From: Venable, Scott
> Sent: Wednesday, December 08, 2004 11:49 AM
> To: Brunso, Scott L
> Cc: Brahm, Wally F; Hillman, K William (Bill); Weffen, Steve H
> Subject: Re: EECS Cost & Savings
>
> Scott (Brunso),
>

> In response to your question regarding what are the costs, and savings produced in 2004, related to the use of the services of

> Energy Engineering & Consulting Services (EECS), I offer the following information: (For the benefit of those copied, some portion of this information will be used in a presentation to Battenberg, the presentation will be to justify the costs of each of the consultants used across the corporation.)

> The costs for the services of EECS in 2004 will total \$59,200, and they have identified and supported implementation of initiatives that will produce an annual savings (from the time implemented) of \$246,300, see following attachment:

> > <<EnergyEngineeringCosts&Savings.xls>>

> Note that each of the stated savings can be supported with a written report.

> Regarding the previous (3) years, I am comfortable stating that the efforts of EECS have significantly contributed to the reduction of our electrical consumption 10%. This was done by working with our skilled trades to optimize the facility systems across the bypass complex, this has been referred to as "getting the low hanging fruit". The 10% has been equal to approximately \$1,000,000; however, a recent rate increase of 8.3% will nearly absorb those efforts. As you can see in the following file, total electrical consumption at the bypass has decreased the 10% that I reference:

> > <<Weekly Electrical.xls>>

> Currently EECS is working with the skilled trades to tune gas-fired boilers; considering forecasted natural gas prices for the winter, this effort could produce a significant cost avoidance. They are also working on developing a proposed project to optimize Plants 6, 7 & 9 compressed air system which could yield a \$56,000 annual savings. In early 2005, we are expecting to have EECS work on evaluation of the operation of the Plant 6 Packaged Chillers, these units are currently being run year-round; it certainly appears that there is opportunity for savings with optimizing the operation of the installation. Additionally, they will be completing development of Fab III Chilled Water System Operational Guidelines for the skilled trades, assist in tracking Fab III Boiler operation, and evaluating Plant 8 electrical and natural gas consumption which now exceeds Fab III.

> The forecasted cost for EECS in 2005 is \$76,800; it is difficult to predict the savings because the savings are not calculated until a potential initiative is investigated. As you can see from their past performance in the last several years, the savings/cost avoidance realized have far exceeded the costs of their services. Note that the costs of their services in previous year has been approximately the same as in 2004.

> Additionally, please note that each of these energy reduction initiatives require time to gather data, analyze and support implementation; and, we do not have the in-house resources to pursue energy reduction initiatives.

> In the interest of reducing energy costs\$\$\$

> Scott Venable

> Sr. Elec. Engr./Energy Mgmt. Coord.

> Delphi Facilities Services Group

> Phone: (765) 451-6733

> Fax: (765) 451-1950

> Pager: (765) 554-0488
> Internet: scott.venable@delphi.com
>

Note: The information contained in this message may be privileged and confidential and thus protected from disclosure. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to the message and deleting it from your computer. Thank you.

Delphi

P. O. #
450092807

PO Date	Hours	Rate	Total	
2/21/2005	500	\$80.00	\$	40,000.00
9/1/2005	500	\$80.00	\$	40,000.00 (increased to \$80,000.00)
	1000		\$	80,000.00
3/28/2005	76	\$ 80.00	\$	6,080.00 paid
4/23/2005	84	\$ 80.00	\$	6,720.00 paid
5/20/2005	80	\$ 80.00	\$	6,400.00 paid
6/24/2005	83	\$ 80.00	\$	6,640.00 paid
7/25/2005	80	\$ 80.00	\$	6,400.00 paid
8/29/2005	84	\$ 80.00	\$	6,720.00 paid
9/23/2005	56	\$ 80.00	\$	4,480.00 Bankruptcy
10/27/2005	80	\$ 80.00	\$	6,400.00 paid
11/21/2005	76	\$ 80.00	\$	6,080.00 paid
12/23/2005	72	\$ 80.00	\$	5,760.00 paid
1/22/2006	64	\$ 80.00	\$	5,120.00 paid
2/18/2006	85	\$ 80.00	\$	6,800.00 paid
3/20/2006	80	\$ 80.00	\$	6,400.00 paid
Total Hours	1000	Total	\$	80,000.00
Hours Left	0	Amount Left	\$	-
Days Left	0			

Energy Engineering & Consulting Services, LLC

2137 South 800 West

Swayzee, IN 46986

765-922-7286 fax 765-922-7286



INVOICE

Customer

Name Delphi Delco Electronics Corp.
Address Attn. Manual Receipts Pro. MS-9A241; P. O. Box 9005
City Kokomo State IN ZIP 46904-9005
Phone 502-412-6600

Date 8/29/2005

Hours	Description	Hourly Rate	TOTAL
	Engineering consulting services to identify and implement energy conservation projects at Delph E&S in Kokomo, IN.		
80	8 hrs. on 8/8/05, 8/9/05, 8/10/05, 8/11/05, 8/12/05, 8/22/05, 8/23/05, 8/24/05, 8/25/05 & 8/26/05	\$80.00	\$6,400.00
4	4 hrs. on 8/17/05	\$80.00	\$320.00
	Purchase Order #450092807 Item #00010 Item Identifier #PR10152153 00010		
SubTotal			\$6,720.00
TOTAL			\$6,720.00

Payment Details

- ☒ Direct Deposit
☐ Check

Office Use Only

pd.

Energy Engineering & Consulting Services, LLC

2137 South 800 West
Swayzee, IN 46986
765-922-7286 fax 765-922-7286



INVOICE

Customer

Name Delphi Delco Electronics Corp.
Address Attn. Manual Receipts Pro. MS-9A241; P. O. Box 9005
City Kokomo State IN ZIP 46904-9005
Phone 502-412-6600

Date 10/27/2005

Hours	Description	Hourly Rate	TOTAL
80	Engineering consulting services to identify and implement energy conservation projects at Delphi E&S in Kokomo, IN. 8 hrs. on 10/10/05, 10/11/05, 10/12/05, 10/13/05, 10/14/05, 10/17/05, 10/18/05, 10/19/05, 10/20/05, & 10/21/05 Purchase Order #450092807 Item #00010 Item Identifier #PR10152153 00010	\$80.00	\$6,400.00
SubTotal			\$6,400.00
TOTAL			\$6,400.00

Payment Details

- ☒ Direct Deposit
☐ Check _____

Office Use Only

pd.

Pg 11 of 11

United States Bankruptcy Court		District Of		PROOF OF CLAIM	
Name of Debtor Delphi Corporation		Case Number 05-44481(RDD)		This Space For Court Use Only	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.					
Name of Creditor (The person or other entity to whom the debtor owes money or property): Energy Engineering + Consulting Services, LLC		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		This Space For Court Use Only	
Name and Address where notices should be sent: Energy Engineering + Consulting Services, LLC Dennis R. Zappone, Sr. Energy Engineer 2137 S. 800 W, Swayzee, IN 46986					
Telephone Number: 765-922-7286					
Account or other number by which creditor identifies debtor:		Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated: _____			
1. Basis for Claim <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)					
2. Date debt was incurred: 9-23-05		3. If court judgment, date obtained:			
4. Total Amount of Claim at Time Case Filed: \$ 4480.00 (Unsecured Nonpriority) (Secured) (Unsecured Priority) (Total)					
* If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.					
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.			
6. Unsecured Nonpriority Claim \$ 4480.00 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.					
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim					This Space For Court Use Only
Date: 10/24/05		Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Dennis R Zappone			

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Docu-
ment7